

**FIFTH AMENDMENT OF  
DEPOSITORY TRUST AGREEMENT**

**THIS AGREEMENT** is made as of the \_\_\_\_\_ day of \_\_\_\_\_, in the year 2007, between **THE CITY OF LEESBURG**, a Florida municipal corporation (hereinafter referred to as the "CITY"), and **SUNTRUST BANK**, duly authorized under its Charter and the laws of the State of Georgia and duly qualified under the laws of the State of Florida, as Trustee (hereinafter referred to as the "TRUSTEE").

**WHEREAS**, on February 25, 2002, the CITY and the TRUSTEE entered into a Depository Trust Agreement (the "Prior Agreement") for the purpose of the CITY establishing a trust fund for the benefit of Florida Gas Utility ("FGU"); and

**WHEREAS**, pursuant to the Prior Agreement, the City had placed the sum of Three Hundred Thousand and No/100 Dollars (\$300,000.00) into a Depository Account to be held in trust by the TRUSTEE for the benefit of FGU (the "Fund") ; and

**WHEREAS**, on or about September 12, 2003, the CITY and TRUSTEE entered into a First Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to \$439,000.00; and

**WHEREAS**, on or about October 25, 2004, the CITY and TRUSTEE entered into a Second Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to \$511,000.00; and

**WHEREAS**, on or about October 24, 2005, the CITY and TRUSTEE entered into the Third Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to \$565,000.00; and

**WHEREAS**, on or about October 23, 2006, the CITY and TRUSTEE entered into the Fourth Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to \$657,000.00; and

**WHEREAS**, FGU has now requested that the CITY increase the amount of the Fund to \$687,000.00; and

**WHEREAS**, the CITY and TRUSTEE desire to enter into a Fifth Amendment to the Prior Agreement to address the increase in amount of the Fund.

**NOW, THEREFORE**, for and in consideration of the mutual covenants and promises contained in the Agreement, and for other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the City and Trustee do hereby agree as set forth below:

1. The above recitals are true and correct and by reference and incorporated herein and made a part hereof.

2. The parties agree to amend the Prior Agreement in the following particulars:

The CITY shall, on October 1, 2007, deposit such additional funds into the Depository Account as are required to increase the total amount of the Fund to \$687,000.00.

3. All terms and conditions of the Prior Agreement not specifically amended herein or by the First, Second, Third, or Fourth Amendment thereof, shall remain in effect.

**IN WITNESS WHEREOF**, the parties hereto have executed this Amendment on the respective dates under each signature.

**SUNTRUST BANK**, as Trustee

By: \_\_\_\_\_

Date: \_\_\_\_\_, 2007

Its: Corporate Trust Officer

**THE CITY OF LEESBURG, FLORIDA**

By: \_\_\_\_\_  
Mayor

Attest: \_\_\_\_\_  
City Clerk

Date: \_\_\_\_\_, 2007

Approved as to form and content:

\_\_\_\_\_  
City Attorney